



Board of Light, Gas and Water Commissioners

220 S. Main Street

Memphis, TN 38103

www.mlgw.com

Board Meeting

~ Minutes ~

Thursday, April 5, 2018

11:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Wishnia

The meeting was called to order at 11:31 a.m.

PLEDGE OF ALLEGIANCE:

Chairman Wishnia

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Steven Wishnia	Chairman	Present	
Carlee McCullough	Vice Chairman	Absent	
Michael Pohlman	Board Member	Present	
Mitch Graves	Board Member	Present	
Leon Dickson	Board Member	Absent	

The following staff members were present: J. T. Young, President and CEO; Dana Jeanes, Vice President, CFO and Secretary-Treasurer; Cheryl Patterson, Vice President and General Counsel; Nick Newman, Vice President, Construction and Maintenance; Christopher Bieber, Vice President, Customer Care; Alonzo Weaver, Vice President, Engineering and Operations; and Lashell Vaughn, Vice President and Chief Technology Officer. Von W. Goodloe, Vice President, Human Resources did not attend the meeting.

Advisory Board Members: Dwain Kicklighter – Present
Kevin Young - Present

APPROVALS:

Motion To: Approve Minutes of the Meeting of March 21, 2018,

RESULT: ADOPTED [UNANIMOUS]
MOVER: Mitch Graves, Board Member
SECONDER: Michael Pohlman, Board Member
AYES: Michael Pohlman, Steven Wishnia, Mitch Graves
ABSENT: Carlee McCullough, Leon Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated March 20, 2018, Items 7 through 11 and Item 27. (See Minute File No. 1423.)

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

(None)

PRESIDENT'S BRIEFING:

1. Review of Consent Agenda - J. T. Young

(President's Briefing Continued on Page 30)

CONSENT AGENDA

(Items 1 through 16)

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Michael Pohlman, Board Member
SECONDER:	Mitch Graves, Board Member
AYES:	Michael Pohlman, Steven Wishnia, Mitch Graves
ABSENT:	Carlee McCullough, Leon Dickson

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution awarding Summit Truck Group, for the purchase of twelve crew cab and chassis and nine dump trucks, in the amount of \$1,597,739.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution awarding a purchase order to AutoNation Ford Memphis, for the purchase of twenty-six 1-ton service body trucks, in the amount of \$996,641.33. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding Contract No. 12022, Substation Roof Replacement(s), to B-Four Plie, Incorporated, in the funded amount of \$365,473.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

(None)

ENGINEERING & OPERATIONS DIVISION

4. Resolution approving payment of an invoice from the Tennessee Valley Public Power Association for the 2018 Membership dues in the amount of \$52,013.47. (Alonzo Weaver) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution awarding a purchase order to Black Box Network Services for the purchase, installation and maintenance services of a Genesys IVR and Dual PRI T1 cards, in the amount of \$266,922.47. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution amending Purchase Order Number 7001387, to H.V. Sales, representative for AZZ Enclosure Systems, for a prefabricated steel modular structure to be used as a substation equipment enclosure as a required regulation for MLGW's newly constructed

TVA Thomas H. Allen Substation No. 35 located at 2574 Plant Road, Memphis, Tennessee. (A change in the National Electric Code requires a DC disconnecting means and overcurrent protection for conductors serving stationary battery systems. By adding the necessary heavy duty fused safety switch and DC panel upgrades, a request to increase the contract value in the amount \$3,739.00 is needed to cover the incurred charges. This amendment request will increase the contract value to \$344,318.00.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL) (SAME DAY MINUTES REQUESTED)

7. Resolution approving Change No. 4 to Contract No. 11676, Professional Engineering Services, with Allen & Hoshall, based on agreed upon rates, in the funded amount of \$225,000.00. (This change is to renew the current contract for the fourth and final annual renewal term covering the period June 4, 2018 through June 3, 2019 with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

FINANCE DIVISION

8. Resolution requesting approval of GoldenTree Distressed Fund III LP, a distressed debt manager, to manage approximately \$12,000,000 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes) (SAME DAY MINUTES REQUESTED)
9. Resolution requesting approval of GoldenTree Distressed Fund III LP, a distressed debt manager, to manage \$38,000,000 for the benefit of the MLGW Retirement and Pension Fund, as part of a reallocation. (Dana Jeanes) (SAME DAY MINUTES REQUESTED)
10. Resolution approving Change No. 2 to Contract No. 12045 (formerly C1999), eVestment, with eVestment Alliance, LLC, in the funded amount of \$18,957.00. (This change is to ratify and renew the annual subscription for an additional term covering the period May 1, 2018 through April 30, 2019, with a 6.5% increase from the previous renewal. This increase is due to continuous enhancements in services, data and technology.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

GENERAL COUNSEL DIVISION

(None)

HUMAN RESOURCES DIVISION

11. Resolution approving the following positions: Position No. 05979 - Project Engineer 1 and Position Nos. 00634, 02443 and 06153 all of which are Apprentice Lineman positions. (J. T. Young/Von Goodloe)

INFORMATION SERVICES DIVISION

12. Resolution approving Change No. 1 to Contract No. 11933, IVR Replacement, with DiRAD Technologies, in the funded amount of \$1,583,513.30, based on agreed upon rates. (This change is purchase additional licenses and support to ensure adequate coverage of resources to handle customer calls in the amount of \$1,281,246.10; purchase additional hardware and support to ensure continuity of service in the event the primary call center location is unavailable in the amount of \$222,739.20; and additional professional services to develop and install additional hardware in the amount

of \$34,528.00 for a total funded amount of \$1,538,513.30.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

13. Resolution approving the rejection of the proposal received up to 4:00 p.m. on January 23, 2018, for Contract No. 11979, Business Objects Upgrade of Data Warehouse. (Clifton Davis)

PRESIDENT'S DIVISION

14. Resolution approving a purchase order to Konica Minolta Business Solutions, for a forty-eight month period for rental of Division copy fleet, in the amount of \$505,277.28. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
15. Resolution approving Change No. 1 to Contract No. 11906, Video Production Services for Memphis Energized, with Behind the Scenes, in the funded amount of \$54,000.00, with no increase in rates from the previous year. (This change is to ratify and renew the current contract for the first of four annual renewal terms covering the period March 15, 2018 through March 14, 2019.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

REQUEST TO "ADD ON" ITEM NO. 16 TO THE CONSENT AGENDA:

Item No. 16 - Resolution approving Position No. 07036 - Customer Service Technician
1. (J. T. Young/Von Goodloe)

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Mitch Graves, Board Member
SECONDER:	Michael Pohlman, Board Member
AYES:	Michael Pohlman, Steven Wishnia, Mitch Graves
ABSENT:	Carlee McCullough, Leon Dickson

Motion To: APPROVE SAME DAY MINUTES - ITEMS 6, 8, 9 AND 16

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mitch Graves, Board Member
SECONDER:	Michael Pohlman, Board Member
AYES:	Michael Pohlman, Steven Wishnia, Mitch Graves
ABSENT:	Carlee McCullough, Leon Dickson

PRESIDENT'S BRIEFING (Continued):

2. Other - J. T. Young

President Young extended his sympathy to Chairman Wishnia for the passing of his mother-in-law.

President Young noted he attended the Procurement event and stated it was well attended. He gave "kudos" to the team for a job well done.

Commissioner Graves also recognized the team that organized the presentation at the Joe Warren home. President Young agreed a job was well done by Corporate Communications.

President Young also noted he attended the IBEW meeting and thought everything went well.

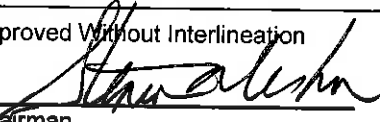
COMMITTEE REPORTS:

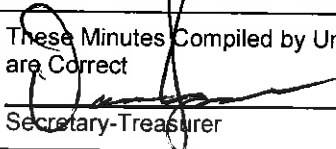
(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 11:45 a.m.

(See Minute File No. 1424.)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer